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10 Attorneys for Debtor
11 WEST CONTRA COSTA HEALTHCARE
12 DISTRICT

13 **UNITED STATES BANKRUPTCY COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **OAKLAND DIVISION**

16 In re: Case No. 16-42917
17 WEST CONTRA COSTA HEALTHCARE Chapter 9
18 DISTRICT. RESOLUTION AUTHORIZING FILING OF
19 Debtor. CHAPTER 9 PETITION
20 Tax ID: 94-6003145

21
22 Attached hereto as "Exhibit A" is a copy of the *Resolution of the West Contra Costa*
23 *Healthcare District Declaring Fiscal Emergency and Authorizing Chapter 9 Proceedings*, which
24 Resolution was adopted unanimously by the West Contra Costa Healthcare District's Board of
25 Directors on October 19, 2016.

26 Dated: October 20, 2016

DENTONS US LLP

27 By: /s/ Samuel R. Maizel
28 Samuel R. Maizel
Attorneys for Debtor

EXHIBIT “A”

**RESOLUTION OF THE WEST CONTRA COSTA HEALTHCARE
DISTRICT DECLARING FISCAL EMERGENCY AND AUTHORIZING
CHAPTER 9 PROCEEDINGS**

The Board of Directors of the West Contra Costa Healthcare District (the "District"), a political Subdivision of the State of California, hereby adopts the following resolution this October 19, 2016.

WHEREAS, the District is unable to pay its debts as they become due without restructuring its finances, and the District is or will be unable to pay its obligations within the next 60 days; and

WHEREAS, the financial state of the District jeopardizes the long-term health, safety, and well-being of the citizens of the District absent the protections of Chapter 9 of Title 11 of the United States Code, 11 U.S.C. § 901 *et seq.* ("Chapter 9"); and

WHEREAS, the District desires to effect a Plan of Adjustment to adjust its debts so that the District can repay its obligations to creditors and resume operations aimed at enhancing the health, safety, and welfare of the citizens of the District; and

WHEREAS, the District's financial obligations are complex following the closure of Doctors Medical Center and its creditors are numerous and diverse such that it is not feasible or practicable for the District to negotiate with all of its creditors individually; and

WHEREAS, the District is commencing a Chapter 9 case in good faith to resolve its obligations to creditors and its citizens; and

WHEREAS, the District believes that the State of California Employment Development Department, and potentially other creditors, may attempt to obtain a preferential transfer if the District does not commence Chapter 9 proceedings; and

WHEREAS, circumstances have arisen that require the District to commence a Chapter 9 case in order to obtain a stay of creditor enforcement actions to permit the District to continue to conduct the orderly wind-up of the operations of Doctors Medical Center and to propose a plan for the adjustment of the District's debts that will allow the District to repay its creditors and resume operations for the benefit of the health, safety, and welfare of its citizens; and

WHEREAS, the Board finds it is in the best interests of the residents of the District, the District's creditors, and the employees and former employees of the District, to seek the aid of Chapter 9 in pursuing a Plan of Adjustment; and

WHEREAS, the District is a municipality and local public entity that is authorized under California law to file a Chapter 9 case.

THEREFORE, BE IT RESOLVED, that the District hereby declares a Fiscal Emergency in accordance with CAL. GOV. CODE § 53760.5; and

BE IT FURTHER RESOLVED, that the District file a petition under Chapter 9 of Title 11 of the United States Code; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer of the District and all other officers of the District, be, and hereby are, authorized to prepare the necessary petition and execute all necessary documents on behalf of the District and to retain the firm of Dentons US LLP to represent the District as its reorganization counsel and to engage such consultants that are reasonably needed to assist with the financial and operational issues associated with the fiscal crisis and Chapter 9 proceeding; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer of the District and all other officers of the District be, and hereby are, authorized to initiate a Chapter 9 case on behalf of the District and to proceed with the Chapter 9 case in accordance with the United States Bankruptcy Code.

PASSED AND ADOPTED on this 19 day of October, 2016 by the following vote:

Ayes: Chair Zell, Dir. Casazza, Dir. Wallace

Noes: 0

Absent: Dir. Campbell, Dir. Anderson

Eric Zell
Chair of the Board of Directors

Lancy Caxanga
Secretary of the Board of Directors

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